



MEMORANDUM

To: Canadian Library Association Members

From: CLA Executive Council

Date: January 15, 2016

Subject: Absentee voting at the 2016-01-27 Special Meeting
(the “**Special Meeting**”)

PURPOSE

The purpose of this memo is to provide clarity regarding voting for members who will not be at the Special Meeting. Specifically,

- proxy voting for individual members (Personal and Honorary) who cannot be at the Special Meeting in person; and
- assigning a representative for organizational (Institutional, Associate, or Corporate) members if the official representative noted on the member file is not attending the Special Meeting.

BACKGROUND

The Special Meeting of CLA members will present an important question to the CLA membership and it is important that all CLA members who have the right to vote participate in the vote.

Electronic viewing of the meeting will be available for people who cannot attend in person and CLA will provide a mechanism for people who are not present in person to ask questions or make comments.

HOWEVER, BECAUSE OF THE COMPLEXITY OF CLA’S MEMBERSHIP STRUCTURE, MEMBERS ATTENDING VIA PHONE OR WEBCAST WILL NOT BE ABLE TO VOTE REMOTELY AND SHOULD CONSIDER ASSIGNING A REPRESENTATIVE (INSTITUTIONAL, ASSOCIATE, OR CORPORATE MEMBERS) OR PROXY HOLDER (PERSONAL AND HONORARY MEMBERS) WHO WILL BE PRESENT AT THE SPECIAL MEETING TO CARRY THEIR VOTE. DETAILS ON HOW TO DO THIS ARE NOTED BELOW.

We will communicate the details on how to connect on Wednesday January 20, 2016, one week prior to the Special Meeting. This will be done via email and via regular post for those few members who have not provided us with an email address.

PERSONAL AND HONORARY MEMBERS

An individual CLA member (Personal or Honorary) may assign their right to vote to another CLA member of any class/category. This is called “assigning a proxy” or “proxy voting”. A letter or form must be completed, signed, and dated by the CLA member who wishes to assign their proxy to another CLA member.

The letter can be brief but must include the information noted in the CLA By-laws and explained at: <http://www.cla.ca/cla-at-work/governance/special-general-meeting-january-2016/>.

A sample letter is attached to this Memorandum.

This letter may be deposited:

- at the registered office of the CLA in person (1150 Morrison Drive, Suite 400, Ottawa, Ontario K2H 8S9) or via email to the Executive Director at vmckay@cla.ca no later than January 26, 2016 at 5:00 pm Eastern time or
- it may be presented at the door of the Special Meeting, to the CLA staff distributing the meeting packages and voting cards to attendees.

CLA staff will in turn present these to the Chair of the Meeting of Members.

CLA has a list of members who are willing to carry proxy votes: please contact the CLA office at info@cla.ca if you would like to have the list of names and contact information for these individuals.

INSTITUTIONAL, ASSOCIATE AND CORPORATE MEMBERS

Institutional, Associate and Corporate members may assign anyone to represent their institution at the Special Meeting. The individual representing the institutional member does not have to be a personal member of CLA. Nor does the person have to be an employee of the institution/organization.

If the Institutional, Associate, or Corporate member is not being represented by its official representative noted on the member file, then the organizational member should provide a letter of representation to their organizational representative to present to CLA staff.

A sample letter is attached to this Memorandum.

This letter may be deposited

- at the registered office of the CLA in person (1150 Morrison Drive, Suite 400, Ottawa, Ontario K2H 8S9) or via email to the Executive Director at vmckay@cla.ca no later than January 26, 2016 at 5:00 pm Eastern time or
- it may be presented at the door of the Special Meeting, to the CLA staff distributing the meeting packages and voting cards to attendees.

CLA staff will in turn present these to the Chair of the Meeting of Members.

CLA has a list of members who are willing to act as representatives: please contact the CLA office at info@cla.ca if you would like to have the list of names and contact information for these individuals.

FURTHER QUESTIONS

If you have any further questions or concerns, please do not hesitate to email the CLA office at info@cla.ca.

PERSONAL OR HONORARY MEMBER OF CLA

**FORM OF APPOINTMENT OF PROXY FOR THE
JANUARY 27, 2016 SPECIAL MEETING OF THE CANADIAN LIBRARY ASSOCIATION**

I _____ being a _____ member of the
(full name) *(member category – Personal or Honorary)*

Canadian Library Association appoint _____ being a
(full name)

member of the Canadian Library Association as my proxy to vote for me on my behalf at the **Special Meeting of the Association to be held on January 27, 2016** in Toronto, Ontario.

Instructions to the Nominee (if any) with regard to voting are as follows:

If there are no instructions or restrictions, the proxy holder shall have full discretion to vote on all matters properly brought before the meeting

Resolution to be considered at the Special Meeting:

DISSOLUTION OF THE CORPORATION

BE IT RESOLVED as a special resolution that:

1. the Board of Directors is hereby authorized to cause the Corporation to distribute any money or other property in accordance with sections 234 to 236 of the Canada Not-for-profit-Corporations Act (the "Act") and to discharge any liabilities of the Corporation;
2. the dissolution of the Corporation is hereby authorized pursuant to subsection 220(3) of the Act;
3. for the purpose of bringing such dissolution into effect, the Corporation shall send articles of dissolution in the prescribed form to the Director appointed under the Act; and
4. any director or officer of the Corporation is hereby authorized and directed to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such dissolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

My proxy is authorized to speak on my behalf at the meeting and vote on any other issues that may arise at the Special Meeting in a manner that is consistent with the above.

Signature: _____

Date: _____

INSTITUTIONAL, ASSOCIATE OR CORPORATE MEMBER OF CLA

**FORM OF APPOINTMENT OF ORGANIZATIONAL REPRESENTATIVE FOR THE
JANUARY 27, 2016 SPECIAL MEETING OF THE CANADIAN LIBRARY ASSOCIATION**

I _____ being the official representative noted on the member file of
(full name)

_____ a _____ member of the Canadian Library
(full organizational name) *(member category – Institutional, Associate, or Corporate)*

Association appoint _____ as my organization's representative to vote at the
(full name)

Special Meeting of the Association to be held on January 27, 2016 in Toronto, Ontario.

Instructions to the Representative (if any) with regard to voting are as follows:

If there are no instructions or restrictions, the Representative shall have full discretion to vote on all matters properly brought before the meeting

Resolution to be considered at the Special Meeting:

DISSOLUTION OF THE CORPORATION

BE IT RESOLVED as a special resolution that:

5. the Board of Directors is hereby authorized to cause the Corporation to distribute any money or other property in accordance with sections 234 to 236 of the Canada Not-for-profit-Corporations Act (the "Act") and to discharge any liabilities of the Corporation;
6. the dissolution of the Corporation is hereby authorized pursuant to subsection 220(3) of the Act;
7. for the purpose of bringing such dissolution into effect, the Corporation shall send articles of dissolution in the prescribed form to the Director appointed under the Act; and
8. any director or officer of the Corporation is hereby authorized and directed to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such dissolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

My organization's representative is authorized to speak on my behalf at the meeting and vote on any other issues that may arise at the Special Meeting in a manner that is consistent with the above.

Signature: _____

Date: _____